

L05000029131

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Name
Availability

Document
Examiner

Updater

Office Use Only

Reviewer
Verifier

Acknowledgement

W. P. Verifier



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08/12/05--01048--002 **90.00

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2005 SEP -1 P 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective date (2 different dates)
listed



James R. Nici
Juris Doctorate in Law
Master of Laws in Taxation
Board Certified in Wills, Trusts and Estates
jnici@coxnici.com

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August 8, 2005

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SENT VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED
7005 1160 0000 8428 2523

Re: *Vision Builders, Inc. Merger with Vision Builders, LLC*
Our File no. 3645.5

Dear Sir/Madam:

Enclosed are the Articles of Merger along with a copy of the approved Plan of Merger for the above-referenced entities, together with check # 7335 in the amount of \$90, representing your filing fee. Also included are consents from each entity approving the merger.

Please acknowledge receipt of the enclosed documents by stamping the duplicate copy of this cover letter and returning it to me in the envelope provided. If there is any further action required to please contact me.

Please feel free to contact me if you have any questions.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'James R. Nici'.
James R. Nici

JRN/sw
Enclosures

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2005 SEP 12 PM 12:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



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August 29, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SENT VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED
70051160000084278298

Re: Filing of Amended Articles of Organization
Our File no. 3728.5

Dear Sir/Madam:

Enclosed are the Merger documents for Vision Builders, LLC which were returned to my office by you on August 26, 2005.

Please complete all necessary actions so that these documents are filed, and return them to me in the enclosed envelope provided for your convenience.

Please feel free to contact me if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read 'J. R. Nici'. Below the signature, the name 'James R. Nici' is printed in a serif font.

James R. Nici

JRN/sw
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 17, 2005

JAMES R. NICI
COX & NICI
1185 IMMOKALEE ROAD, SUITE 110
NAPLES, FL 34110

SUBJECT: VISION BUILDERS, LLC
Ref. Number: L05000029131

We have received your document for VISION BUILDERS, LLC and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

You have two different effective dates listed in your merger. The Effective date must be the same through out.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 205A00052427

ARTICLES OF MERGER

The following Articles (Certificate) of Merger (referred hereafter as the "Articles of Merger") are being submitted in accordance with Section 607.1109 and 608.4382 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vision Builders, Inc. 3447 Pine Ridge Road, #102 Naples, Florida 34109	Florida	Corporation

Florida Document/Registration Number: P95000058476
FEI Number: 65-0599834

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vision Builders, LLC 11521 Tanger Ct. Naples, Florida 34119	Florida	Limited Liability Company

Florida Document/Registration Number: L05000029131
FEI Number: 65-0599834

THIRD: The attached Plan of Merger meets the requirements of Section 607.1108 and 608.4382 of the Florida Statutes, and was approved in accordance with Section 607.1103 and Section 608.4381 by written consent on the 14th day of July, 2005. The Plan was executed under the authority of the Board of Directors on July 14, 2005 by the President of the Merging Corporation and by the Manager of the Surviving Limited Liability Company.

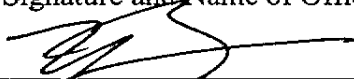
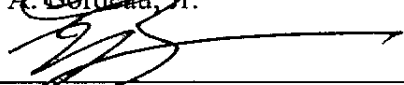
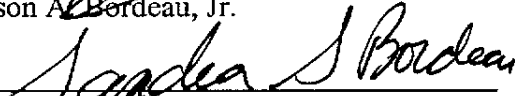
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FOURTH: The attached Plan of Merger was approved by the Merging Corporation and the Surviving Limited Liability Company who are parties to the merger in accordance Chapters 607 and 608 of the Florida Statutes.

FIFTH: The merger shall become effective upon filing with the State of Florida.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>	<u>Title or Position</u>
VISION BUILDERS, INC.	 _____ Nelson A. Bordeaux, Jr.	President
VISION BUILDERS, LLC	 _____ Nelson A. Bordeaux, Jr.	Manager
	 _____ Sandra S. Bordeaux	Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

AND

REORGANIZATION

The following Plan of Merger and Reorganization (the "Plan") is being submitted in accordance with Section 607.1108 of the Florida Statutes. In addition the Plan is in accordance with Sections 361 and 368 of the Internal Revenue Code of 1986, as amended (the "Code").

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vision Builders, Inc. 3447 Pine Ridge Road, #102 Naples, Florida 34109	Florida	Corporation

Florida Document/Registration Number: P95000058476
FEI Number: 65-0599834

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vision Builders, LLC 11521 Tanger Ct. Naples, Florida 34119	Florida	Limited Liability Company

Florida Document/Registration Number: L05000029131
FEI Number: 65-0599834

THIRD: Terms, Conditions and Statements in compliance with Chapter 607 and 608 of the Florida Statutes and Sections 361 and 368(a)(1)(F) of the Code.

A. The effective date of the merger is to take place upon filing with the State of Florida (the "Effective Date").

B. The Merging Corporation and the Surviving Limited Liability Company shall be a single entity known as VISION BUILDERS, LLC.

C. The Merging Corporation shall cease to exist following the Effective Date of the merger.

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SECRETARY OF STATE

D. The Merging Corporation and the Surviving Limited Liability Company shall be treated the same for federal income tax purposes and therefore the Surviving Limited Liability Company shall use the same tax identification number as the Merging Corporation.

E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of corporate vehicles for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Corporation is to be preserved in the reorganization and within the Surviving Limited Liability Company.

F. The purpose of the merger, in part, is to protect the business assets from the owner's creditors and to allow for the continued management structure in that there is a higher protection against the creditors of the owners afforded under state law in a limited liability company structure. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of the business.

G. The Surviving Limited Liability Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Corporation; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Corporation, shall be vested in the Surviving Limited Liability Company without further act or deed.

H. The Surviving Limited Liability Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Corporation; and all existing or pending claims, actions or proceedings by or against the Merging Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Limited Liability Company may be substituted in the place of the Merging Corporation, and neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of net assets of the Merging Corporation that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Limited Liability Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Limited Liability Company.

J. The cost or other basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Corporation.

FOURTH: Conversion of Ownership Interests

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are intended to comply with Section 368(a)(1)(F) of the Code and specifically is as follows:

A. All of the Shareholders of the Merging Corporation and the Members of the Surviving Limited Liability Company and the outstanding percentage of ownership percentage interests issued are identical. At and after the Effective Date, all of the previously issued and outstanding shares of common stock of the Merging Corporation that were issued and

outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled.

- B. Upon the surrender and cancellation of the Merging Corporation's outstanding stock certificates, the Surviving Limited Liability Company shall issue membership certificates representing ownership of the Surviving Limited Liability Company to the Member in identical interests as owned prior to the merger/reorganization. No money or distributions or other dispositions shall be received or given under this Plan.
- C. The Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that the transfer of ownership interests are to be treated as if the Surviving Limited Liability Company received the assets and liabilities of the Merging Corporation in exchange for its membership units in a non-recognition event under Section 1032(a) of the Code.
- D. In addition, the Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interests in the Surviving Limited Liability Company the Merging Corporation shall thereafter issue the membership units of the Surviving Limited Liability Company to its Shareholders in exchange for the Shareholder's stock certificates in the Merging Corporation in a non-recognition event under Section 354(a)(1) of the Code.

FIFTH: The name(s) and address(es) of the manager(s) of the Surviving Limited Liability Company are as follows:

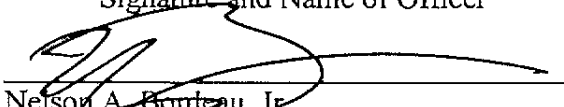
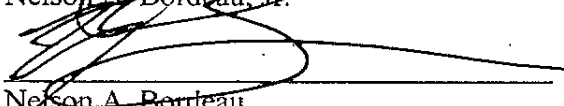
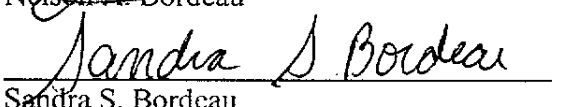
Nelson A. Bordeau, Jr.
11521 Tanager Ct.
Naples, Florida 34119

Sandra S. Bordeau
11521 Tanager Ct.
Naples, Florida 34119

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TALLAHASSEE, FLORIDA

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Under penalties of perjury, we declare that we consent to the above Plan of Merger and Reorganization of the Merging Corporation and Surviving Limited Liability Company and that we have examined this Plan, and to the best of our knowledge and belief, it is true, correct, and complete. As an Officer of the Merging Corporation and Managers of the Surviving Limited Liability Company, we further declare that we are authorized to execute this Plan and statement on its behalf.

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>	<u>Title or Position</u>
VISION BUILDERS, INC.	 Nelson A. Bordeau, Jr.	President
VISION BUILDERS, LLC	 Nelson A. Bordeau	Manager
	 Sandra S. Bordeau	Manager